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BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589

Page: 1 of 1

(1) LOCK BOX # 358145			
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Hogan & Hartson L.L.P.		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00	
(4) STREET ADDRESS LINE NO. 1 555 Thirteenth Street, NW			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20004-1109
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-637-5458		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0003-7278-72			
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME BT Group plc			
(14) STREET ADDRESS LINE NO. 1 11440 Commerce Park Drive			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Reston		(17) STATE VA	(18) ZIP CODE 20191
(19) DAYTIME TELEPHONE NUMBER (include area code) 703-755-6730		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0012-1657-91			
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$895.00	(27A) TOTAL FEE \$895.00		
(28A) FCC CODE 1	(29A) FCC CODE 2		
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE		
(28B) FCC CODE 1			

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of

Application Pursuant to Section 214 of the
Communications Act of 1934 and
Section 63.24 of the Commission's Rules for
Consent to the Transfer of Control of Infonet
Broadband Services Corporation to BT Group
plc

and

Application Pursuant to Section 214 of the
Communications Act of 1934 and
Section 63.04 of the Commission's Rules for
Consent to the Transfer of Control of Infonet
Telecommunications Corporation to BT Group
plc

File No. ITC-T/C-2004_____

WC Docket No. 04-____

To: Office of the Secretary

Attention: International Bureau and Wireline Competition Bureau

**JOINT INTERNATIONAL AND DOMESTIC APPLICATION
FOR TRANSFER OF CONTROL**

Pursuant to section 214 of the Communications Act of 1934, as amended (the "Act"), and sections 63.04 and 63.24 of the Commission's rules, this Application seeks Commission approval to transfer control of Infonet Broadband Services Corporation ("IBSC") and Infonet Telecommunications Corporation ("ITC") from Infonet Services Corp. ("Infonet") to BT Group plc ("BT Group"). Pursuant to section 214 of the Act, IBSC is authorized to provide international

telecommunications services and ITC is authorized to provide domestic interstate telecommunications services.¹

I. BACKGROUND

On November 8, 2004, British Telecommunications plc ("BT"), on behalf of its ultimate corporate parent, BT Group, and Infonet, the ultimate corporate parent of IBSC and ITC, entered into an agreement and plan of merger ("Merger Agreement") pursuant to which BT has agreed to acquire all of the outstanding shares of capital stock of Infonet in exchange for \$2.06 cash per share. The transaction will result in a change in control of both IBSC and ITC, which will become indirect wholly-owned subsidiaries of BT Group. This Application seeks Commission approval to transfer control of IBSC and ITC to BT Group.

BT Group. BT Group is a widely-held public corporation and holding company for an integrated group of businesses that provide information and communications technology ("ICT") services to customers throughout the United Kingdom, Europe, the Americas including the United States, Asia Pacific region,

¹ Infonet also holds two radio licenses – a private land mobile license and a ship radio station license – that are not subject to this Application. With respect to the private land mobile license, the parties intend to file an application for Commission consent to transfer control of call sign WPWH851 from Infonet to BT Group. With respect to the ship radio license, call sign WCU9301, because the Commission's rules do not permit the transfer of such licenses, the parties intend that Infonet will surrender the license prior to closing, and BT Group (or one of its subsidiaries) will simultaneously file an application with the FCC to hold its own ship radio license. It is the parties' understanding that the Commission's rules will permit the licensee applicant to operate the ship radio station immediately upon the filing of its license application.

and Africa. All of the businesses and assets of BT Group are held and provided by BT and its various subsidiaries. In the United Kingdom, BT provides a wide range of services including wholesale network services and solutions, and retail voice, data and information and communications products and services to residential and business customers. Outside the United Kingdom, BT provides ICT solutions to multi-site, multinational corporations in over 150 countries throughout the world. The ICT services offered by BT in the United States through its United States subsidiaries, BT Americas Inc. ("BT Americas") and BT Conferencing Inc. ("BT Conferencing"), include voice and Internet Protocol Virtual Private Networks ("IP VPNs"), consulting and systems integration, outsourcing, storage and security, applications management and hosting, multimedia contact and call centers offering features such as intelligent call routing, workforce management, and campaign and planning management, LAN/WAN services, infrastructure and utility applications, broadcast, satellite, telehousing, desktop and network equipment and software; and business transformation and change management services. ²

² As explained more fully in section III of this application, BT Americas is a subsidiary of BT United States L.L.C., which in turn is a subsidiary of BT Fifty-Three Limited, which holds authority to provide international telecommunications services pursuant to section 214 of the Act. See File Nos. ITC-214-19971216-00792, ITC-214-19971125-00739, ITC-214-19960909-00433, ITC-214-19960802-00363, ITC-214-19960802-00365, ITC-95-178, ITC-93-126. As an indirect subsidiary of BT Fifty-Three Limited, BT Americas is authorized to provide international telecommunications services pursuant to section 63.21(h) of the Commission's rules. As a result of the transaction that is the subject of this Application, Infonet will become a sister entity to BT Americas, as Infonet and BT Americas will share the same direct parent, BT United States L.L.C. BT Conferencing also holds authority under section 214 of the Act to provide international telecommunications services,

Infonet. Infonet is a leading provider of value added global services for nearly 3,000 multi-national organizations. Infonet's operating affiliates provide customers with integrated communications solutions that optimize the complex relationship between enterprise applications and the global network. Infonet's offerings include value added network data services, Internet and intranet access, multimedia services, equipment leasing and maintenance, and software applications and consulting services. Infonet's services are accessible from more than 180 countries and Infonet provides local service support to customers in over 70 countries and territories. Two Infonet subsidiaries are authorized pursuant to Section 214 to provide telecommunications services. IBSC holds two international Section 214 authorizations (one resale and one facilities-based). ITC provides domestic interexchange services on a pure resale basis in 37 states to a single customer, a multinational corporation that also is a customer of Infonet's value added global services.

Public interest benefits. The proposed transaction will combine the resources of the operating subsidiaries of BT Group and Infonet and allow the post-transaction entity to better serve its multinational customers globally. The transaction will generate substantial cost savings, with direct efficiencies that will be passed on to customers by reason of the highly competitive nature of the market. These greater resources and economies of scale also will enable the combined

see File No. ITC-214-19990915-00610, but BT Conferencing is not in the same vertical ownership chain as BT Americas. See *infra*, note 3.

operations of the companies to offer customers a wider array of value added global services at competitive prices, which in turn will enable these multinational customers to achieve greater innovation, higher productivity and cost savings. Furthermore, Infonet, which currently has multiple owners, will benefit from ownership by BT, one single shareholder, fully committed to being a leading competitor in the global communications and information services market. The marketplace for global communications services is highly competitive and is served by many global and regional operators, both regulated and unregulated. Therefore, the proposed transfer of control will serve the public interest, convenience, and necessity.

II. DESCRIPTION OF THE TRANSACTION

To effectuate the transaction, a newly-created, wholly-owned subsidiary of BT United States L.L.C. ("Blue Acquisition Corp.") will be merged with Infonet, after which the separate corporate existence of Blue Acquisition Corp. shall cease and Infonet will emerge as the surviving corporation. Thus, as a result of this transaction, Infonet will become a direct wholly-owned subsidiary of BT United States L.L.C., and a sister entity to BT Americas; and, like BT Americas, Infonet and its subsidiaries (including IBSC and ITC) will become indirect wholly-owned subsidiaries of BT Group.³

³ Diagrams depicting the pre- and post- transaction corporate structure of BT Group and its subsidiaries can be found in Attachments 1 and 2.

III. INFORMATION REQUIRED BY SECTION 63.24

Pursuant to section 63.24(e)(2) of the Commission's rules, BT Group, IBSC and ITC provide the following information, as described in section 63.18: ⁴

(a) — The name, address and telephone number of the transferor is:

Infonet Services Corporation
2160 E. Grand Avenue
El Segundo, CA 90245
Phone: (310) 335-2600

The name, address and telephone number of the transferee is:

BT Group
81 Newgate Street
London EC1A 7AJ, England
Phone: 011-44-20-7356-5000

The name, address and telephone number of the carrier holding international section 214 authority that is being transferred is:

Infonet Broadband Services Corporation
2160 E. Grand Avenue
El Segundo, CA 90245
Phone: (310) 335-2600

The name, address and telephone number of the carrier authorized to provide domestic interstate services pursuant to blanket section 214 authority that is being transferred is:

Infonet Telecommunications Corporation
2160 E. Grand Avenue
El Segundo, CA 90245
Phone: (310) 335-2600

⁴ ITC does not hold international section 214 authority, but provides information in this section in order to include all information also required by section 63.04 of the Commission's rules. ITC holds authority to provide domestic interstate telecommunications services pursuant to a blanket license issued under section 63.01(a) of the Commission's rules.

(b) BT Group and BT (as well as all other entities in the vertical ownership chain between BT Group and BT United States L.L.C., as described in this Application) are corporations organized under the laws of England and Wales. BT United States L.L.C., BT Americas, Infonet, IBSC and ITC are registered in Delaware.

(c) Correspondence concerning this Application should be addressed to:

For BT Group:

Joel S. Winnik
Yaron Dori
Hogan & Hartson L.L.P.
555 13th Street N.W.
Washington, D.C. 20004-1109
Phone: (202) 637-5600
Fax: (202) 637-5910
E-mail: jswinnik@hhlaw.com
ydori@hhlaw.com

With a copy to:

A. Sheba Chacko
Chief Regulatory Counsel, The Americas
BT Global Services
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Reston, Virginia 20191
Phone: (703) 755-6730
Fax: (703) 755-6740
E-mail: sheba.chacko@BT.com

For Infonet, ITC and IBSC:

Karen Brinkmann
Jeffrey A. Marks
Latham & Watkins LLP
555 11th Street, N.W., Suite 1000
Washington, D.C. 20004
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With a copy to:

Steven L. Mashal
Corporate Counsel
Infonet Services Corporation
2160 E. Grand Avenue
El Segundo, California 90245
Phone: (310) 335-2600
Fax: (310) 414-5906
E-mail: steven_mashal@infonet.com

(d) BT Group does not hold authority to provide telecommunications services in the United States under section 214 of the Act. However, BT Americas, an indirect subsidiary of BT Group, is authorized to provide global and limited global facilities-based and resold telecommunications services pursuant to the authority held by one of its indirect corporate parents, BT Fifty-Three Limited.⁵ BT Conferencing separately holds its own authority to provide global facilities-based and resold telecommunications services pursuant to section 214 of the Act. Detailed information regarding these authorizations is set forth below.

The authority held by BT Fifty-Three Limited that enables BT Americas to provide global or limited global facilities-based and resold services is contained in File Nos. ITC-214-19971216-00792, ITC-214-19971125-00739, ITC-214-19960909-00433, ITC-214-19960802-00363, ITC-214-19960802-00365, ITC-95-178, ITC-93-126. The authority held by BT Conferencing to provide global facilities-based and resold services is contained in File No. ITC-214-20010511-00282.

IBSC is authorized to provide global or limited global facilities-based and resold services pursuant to section 214 of the Act. The authority held by IBSC to provide global facilities-based authority is contained in File No. ITC-214-19981019-00794. The authority held by IBSC to provide global resold service is contained in File No. ITC-214-19990609-00340.

Responses (e) through (g) are not applicable to this Application.

(h) The following are the names, addresses, citizenship, and principal businesses of any person or entity that will directly or indirectly own at least ten percent of the equity of the applicants.

⁵ No other corporate entity in the vertical ownership chain between BT Group and BT Americas holds authority to provide telecommunications services under Section 214 of the Act.

Transferor:

Infonet Services Corporation

Address: 2160 E. Grand Avenue, El Segundo, CA 90245

Citizenship: United States

Principal business: Value Added Global Services

Relationship: 100 percent direct parent of Infonet Broadband Services Corporation; 100 percent direct parent of Infonet Telecommunications Corporation

Transferee:

BT United States L.L.C.

Address: Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801

Citizenship: United States

Principal business: Information and Communications Technology

Relationship: To be 100 percent owner of Infonet Services Corporation

BT Fifty-Three Limited

Address: 81 Newgate Street, London EC1A 7AJ, England

Citizenship: England and Wales

Principal business: Information and Communications Technology

Relationship: 100 percent owner of BT United States L.L.C.; holder of section 214 authority

BT Fifty-One Limited

Address: 81 Newgate Street, London EC1A 7AJ, England

Citizenship: England and Wales

Principal business: Information and Communications Technology

Relationship: Thirty-three percent owner of BT Fifty-Three Limited

BT (International) Holdings Limited

Address: 81 Newgate Street, London EC1A 7AJ, England

Citizenship: England and Wales

Principal business: Information and Communications Technology

Relationship: Sixty-seven percent owner of BT Fifty-Three Limited

BT Holdings Limited

Address: 81 Newgate Street, London EC1A 7AJ, England

Citizenship: England and Wales

Principal business: Holding Company, Information and Communications Technology

Relationship: 100 percent owner of BT Fifty-One Limited; 100 percent owner of BT (International) Holdings Limited

British Telecommunications plc

Address: 81 Newgate Street, London EC1A 7AJ, England

Citizenship: England and Wales

Principal business: Information and Communications Technology

Relationship: 100 percent owner of BT Holdings Limited

BT Group Investments Limited

Address: 81 Newgate Street, London EC1A 7AJ, England

Citizenship: England and Wales

Principal business: Information and Communications Technology

Relationship: 100 percent owner of British Telecommunications plc

BT Group plc

Address: 81 Newgate Street, London EC1A 7AJ, England

Citizenship: England and Wales

Principal business: Holding Company, Information and Communications Technology

Relationship: 100 percent owner of BT Group Investments Limited

Interlocking Directorates: Jose A. Collazo and Paul A. Galleberg each sit on the board of directors and are officers of IBSC and are directors of Infonet Italia S.p.A., which holds an authorization to provide telecommunications services in Italy. Mr. Collazo also is a director and officer of Infonet France S.A., which holds an authorization to provide telecommunications services in France.

(i) BT Group certifies that, upon consummation of the transaction that is the subject of this Application, its United States operating subsidiaries will have affiliations with foreign carriers within the meaning of sections 63.09(d) and (e) of the Commission's rules in the following countries: Argentina, Australia, Austria, Bahrain, Belgium, Brazil, Bulgaria, Canada, Chile, Colombia, Cyprus, Czech Republic, Denmark, Dominican Republic, Ecuador, El Salvador, Estonia, Finland, France, Germany, Greece, Hong Kong, Hungary, Ireland, Italy, Japan, Korea (South), Latvia, Lithuania, Luxembourg, Netherlands, New Zealand, Norway, Peru, Poland, Portugal, Romania, Russia, Singapore, Slovakia, Slovenia, Spain, Sweden, Switzerland, Taiwan, Turkey, United Kingdom, Uruguay, and Venezuela.

(j) BT Group certifies that the post-transaction entity will control (or have negative control of) the following foreign carriers within the meaning of section 63.09(d) of the Commission's rules in the following destination countries:

Destination Country	Foreign Carriers Controlled by BT Group
Argentina	BT Argentina, S.R.L
Australia	BT Australasia Pty Limited
Austria	BT Austria GmbH
Bahrain	BT Solutions Limited (Bahrain Branch)
Belgium	BT Limited (Belgium Branch)
Brazil	BT Communications do Brasil Limitada
Bulgaria	BT Bulgaria EOOD
Canada	BT Canada Inc.
Chile	Servicios de Telecomunicaciones BT Global Networks Chile Limitada (trading as BT Chile Limitada)
Colombia	BT Colombia Limitada
Cyprus	BT Solutions Limited
Czech Republic	BT Global Ceska republika s.r.o.
Czech Republic	BT Limited, organizacni slozka
Denmark	BT Denmark ApS
Dominican Republic	BT Dominican Republic, S.A.
Ecuador	BT Solutions Limited
El Salvador	BT El Salvador, Limitada de Capital Variable
Estonia	BT Solutions Limited Eesti Filiaal
Finland	BT Nordics Limited, branch in Finland
France	BT France
France	Infonet France S.A.
Germany	BT (Germany) GmbH & Co. oHG
Greece	BT Solutions Limited – Greek
Hong Kong	BT Hong Kong Limited
Hungary	BT Limited Hungarian Branch Office
Ireland	Esat Telecommunications Limited
Ireland	Esat Net Ltd.
Ireland	Ocean Communications Ltd.
Italy	BT Global Services Limited
Italy	Infonet Italia S.p.A.
Japan	BT Global Japan Corporation
Japan	BT Japan Corporation
Korea (South)	BT South Korea Limited
Latvia	BT Latvia Limited SIA
Lithuania	UAB BTH Vilnius
Luxembourg	BT Luxembourg S.A.
Luxembourg	Infonet Luxembourg SA
Netherlands	BT Nederland N.V.
New Zealand	BT Australasia Pty Limited
Norway	BT Solutions Norway AS

Destination Country	Foreign Carriers Controlled by BT Group
Peru	BT Peru S.R.L.
Poland	BT Poland Sp. Zo.o
Portugal	BT Portugal – Telecomunicacoes, Unipessoal, Lda.
Portugal	BT Global Networks Telecommunications S.L.
Romania	BT Global Services Limited Londra Sucursala Bucuresti
Russia	Infocom Telecom LLC
Singapore	BT Singapore Pte. Ltd.
Singapore	Infonet Singapore Pte. Ltd.
Slovakia	BT Slovakia s.r.o.
Slovenia	BT Globalne Telekomunikacijske Storitve, Obdelava Podatkov, Podatkovnih Baz; d.o.o.
Spain	BT España, Compañía de Servicios Globales de Telecomunicaciones, S.A.
Sweden	BT Nordics Limited UK filial
Switzerland	BT Switzerland Limited, London, Rümlang/Zurich branch
Taiwan	BT Limited Taiwan Branch
Turkey	BT Istanbul Telekomünikasyon Hizmetleri Anonim Sirketi
Turkey	Infonet Telekomunikasyon Hizmetleri A.S.
United Kingdom	British Telecommunications plc
Uruguay	BT Solutions Limited Sucursal Uruguay
Venezuela	BT Global (Venezuela) S.A.

(k) With the exception of Russia and Taiwan, all the destination countries listed in paragraph (j) above are members of the World Trade Organization. In Russia and Taiwan, the foreign carriers identified above – Infocom Telecom LLC and BT Limited Taiwan Branch – provide services in competition with the dominant carrier in their destination countries, and lack market power because they have less than a 50 percent market share in the international transport and local access markets in those countries.

(l) To the extent applicant proposes to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country where it is a foreign carrier or is affiliated with a foreign carrier, applicant certifies that, with the exception of the United Kingdom (discussed below), it would satisfy section 63.10(a)(3) of the Commission's rules because such foreign carriers would lack sufficient market power on the foreign end of the route, as noted in the Commission's most recent "List of Foreign Telecommunications Carriers That Are Presumed to Possess Market Power in Foreign Telecommunications Markets," DA 04-1584, May 28, 2004, which specifies all foreign carriers that possess more than 50 percent market share in the

international transport, intercity services, and local access markets on the foreign end of the U.S.-foreign route.

(m) With respect to the U.S.-United Kingdom route, the parties to the transaction agree to be classified as a dominant carrier under section 63.10 of the Commission's rules, without prejudice to their right to petition for reclassification at a later date. The entities providing service on the U.S.-United Kingdom route will file quarterly traffic reports as required by Section 43.61(c) of the Commission's rules for their resold switched services on that route.

(n) BT Group certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) BT Group and Infonet certify with respect to each entity within their control and pursuant to sections 1.2001 through 1.2003 of the Commission's rules that no party to the Application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

(p) This international section 214 Application qualifies for streamlined processing pursuant to section 63.12(c)(1)(v). Although applicants will be affiliated with a foreign carrier in each of the countries listed in response to item (i) above, each of the foreign carrier affiliates in those countries (other than in the United Kingdom) is presumed to be non-dominant pursuant to section 63.10(a)(3) of the Commission's rules because it "lacks 50 percent market share in the international transport and the local access markets on the foreign end of the route." With regard to applicant's affiliate in the United Kingdom, the United Kingdom is a WTO member country, and applicant agrees to continue to be classified as a dominant carrier with respect to that destination country under section 63.10 of the Commission's rules, without prejudice to its right to petition for reclassification at a later date. This Application therefore should be granted, pursuant to section 63.12(a) of the Commission's rules, fourteen days after the date of public notice listing this Application as accepted for filing.

IV. ADDITIONAL INFORMATION REQUIRED BY SECTION 63.04

Pursuant to section 63.04(b) of the Commission's rules, the parties submit the following information in support of this Application in response to items 6 through 12 of section 63.04(a):

(6) As set forth above, this Application seeks Commission consent to transfer control of IBSC and ITC to BT Group. Specifically, the Application seeks consent for BT, on behalf of its ultimate corporate parent, BT Group, to acquire all of the outstanding shares of capital stock of Infonet, the corporate parent of IBSC and ITC, in exchange for \$2.06 cash per share. To effectuate this transaction, a newly-created, wholly-owned subsidiary of BT United States L.L.C. ("Blue Acquisition Corp.") will be merged with Infonet. Upon the consummation of the merger, the separate existence of Merger Sub shall cease and Infonet will continue in existence as the surviving corporation in the merger. As a result of this transaction, Infonet will become a direct wholly-owned subsidiary of BT United States L.L.C., and a sister entity to BT Americas; and, like BT Americas, Infonet and its subsidiaries (including IBSC and ITC) will become indirect wholly-owned subsidiaries of BT Group.⁶

(7) BT Group, through its BT Americas and BT Conferencing operating subsidiaries, provides a wide range of information and communications technology products and services to multi-site, multinational organizations throughout the United States. Specifically, BT America's global communications services in the United States include desktop and network equipment and software; transport and connectivity; LAN, WAN and IP VPN services; applications hosting; storage and security services; and business transformation and change management.

ITC's parent company, Infonet, is a leading provider of value added global services, accessible in the United States and more than 180 countries throughout the world. Infonet's offerings include value added network data services, Internet and intranet access, multimedia services, equipment leasing and maintenance, software applications and consulting services. ITC provides domestic interexchange services on a pure resale basis in 37 states to a single customer, a multi-national corporation that also is a customer of ITC's parent company's value added global services.

(8) This Application qualifies for streamlined processing under section 63.03(b)(2)(i) because the transferee will have a market share in the U.S. interstate interexchange market of less than 10 percent, the transferee will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier in the U.S. that is not a party to the proposed transaction, and no party to this Application is dominant with respect to any domestic service.

⁶ See *supra*, note 3. As described above, IBSC holds only international authority under section 214. IBSC is mentioned in this portion of the Application in item (6), above, only to describe the overall transaction.

(9) As noted above, BT Americas and Infonet also will file an FCC Form 603 application seeking consent to transfer control of one private land mobile license, call sign WPWH851, currently held by Infonet. Infonet also holds a ship radio license, call sign WCU9301. The Commission's rules do not permit the transfer of such licenses. The parties intend that Infonet will surrender that license prior to closing, and BT Group (or one of its subsidiaries) will simultaneously file an application with the FCC to hold its own ship radio license. *See supra*, note 1. -

(10) Standard streamlined processing of this domestic section 214 transfer of control application is sought pursuant to section 63.03. No special consideration is requested.

(11) No waiver requests are being filed in conjunction with the transaction.

(12) As discussed in Section III above, grant of this Application will create a stronger competitor in the market for information communications and technology services to multi-site organizations. Applicants anticipate that the transfer of control will enhance competition and provide benefits, such as superior customer service and expanded service offerings, to multi-site customers. Furthermore, grant of the Application will not adversely affect consumers or the marketplace for such services in the United States. Accordingly, grant of the Application will serve the public interest, convenience, and necessity.

V. CONCLUSION

For the foregoing reasons, the parties respectfully request that the Commission consent to the change in control of IBSC and ITC that will result from BT Group's acquisition of Infonet.

Respectfully submitted,

BT GROUP PLC*

INFONET SERVICES CORPORATION

By: Joel S. Winnik
Joel Winnik
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555 13th Street N.W.
Washington, D.C. 20004-1109
Phone: (202) 637-5600
Fax: (202) 637-5910
E-mail: jswinnik@hhlaw.com

By: _____
Paul A. Galleberg
General Counsel and
Chief Legal Officer
Infonet Services Corporation

* Pursuant to section 1.743(b) of the Commission's rules, 47 C.F.R. § 1.743(b), the attorney for this party is signing because no officer or duly authorized employee is in the United States.

Dated: November 17, 2004

7.

CONCLUSION

For the foregoing reasons, the parties respectfully request that the Commission consent to the change in control of IBSC and ITC that will result from BT Group's acquisition of Infonet

Respectfully submitted,

BT GROUP PLC*

INFONET SERVICES CORPORATION

By: _____

Joel Winnik
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By: _____

Paul A. Galleberg
Paul A. Galleberg
General Counsel and
Chief Legal Officer
Infonet Services Corporation

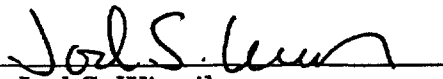
* Pursuant to section 1.748(b) of the Commission's rules, 47 C.F.R. § 1.743(b), the attorney for this party is signing because no officer or duly authorized employee is in the United States.

Dated: November 12, 2004

Verification

I, Joel S. Winnik,* hereby certify that I am outside counsel to BT Group plc; and that the information provided in the foregoing application related to this entity and its subsidiaries is true and accurate to the best of my belief, formed after reasonable inquiry.

By:



Joel S. Winnik
Hogan & Hartson L.L.P.
555 13th Street, N.W.
Washington, D.C. 20004

Executed on 11-19, 2004.

* Pursuant to section 1.743(b) of the Commission's rules, 47 C.F.R. § 1.743(b), the attorney for this party is signing because no officer or duly authorized employee is in the United States.

Verification

I, Steven L. Mashal, hereby certify under penalty of perjury that I am Corporate Counsel of Infonet Services Corporation; and that the information provided in the foregoing application related to this entity and its subsidiaries is true and accurate to the best of my knowledge, information and belief.

By: Steven L. Mashal
Steven L. Mashal
Corporate Counsel
Infonet Services Corporation
2160 E. Grand Avenue
El Segundo, CA 90245

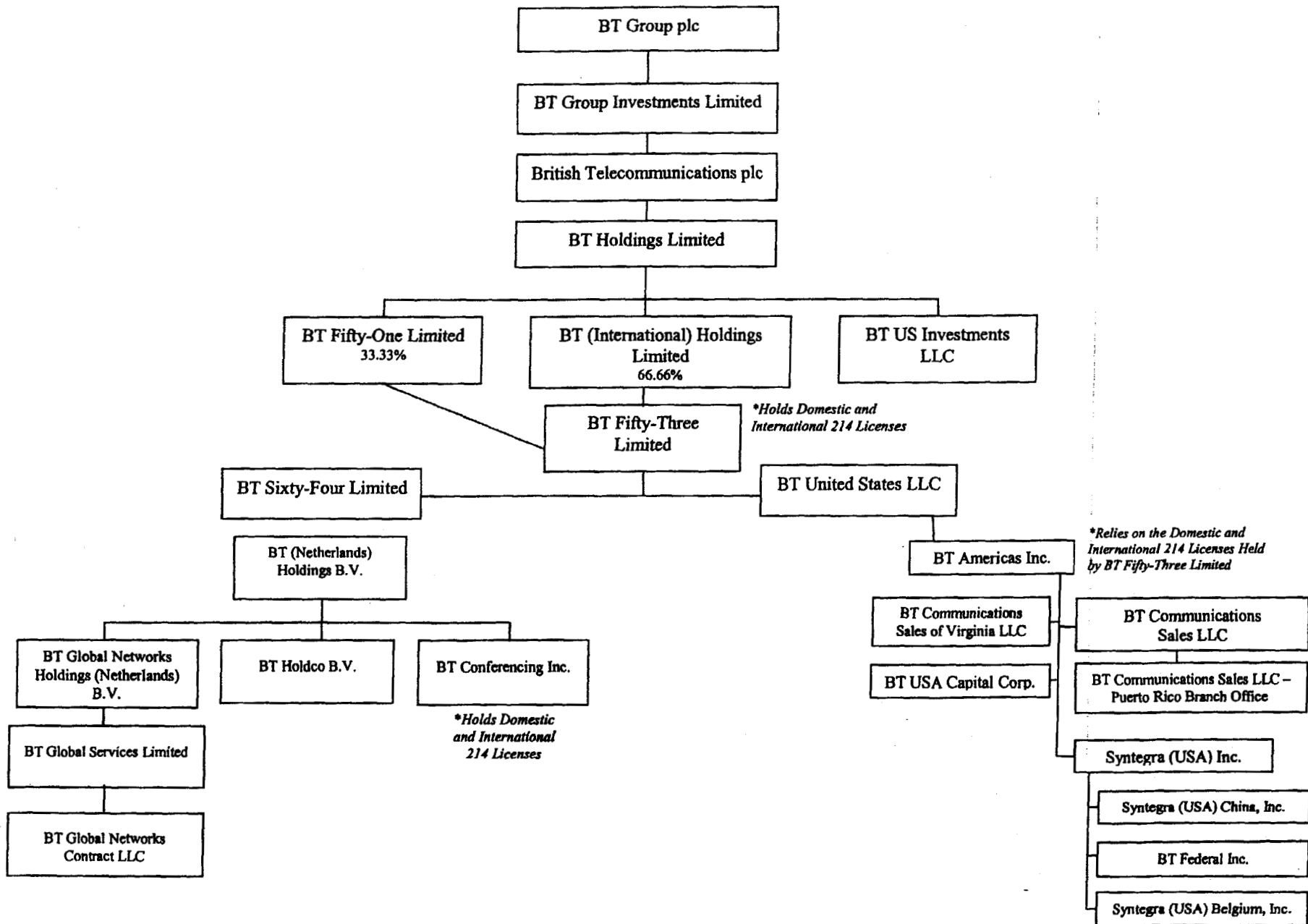
Executed on Nov. 19, 2004.

ATTACHMENT 1

BT Group plc

Pre-Transaction Corporate Structure

BT Group plc Pre-Transaction Corporate Structure



ATTACHMENT 2

BT Group plc

Post-Transaction Corporate Structure

**BT Group plc
Post-Transaction Corporate Structure**

